

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

BORDERS GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 11-10614 (MG)

(Jointly Administered)

**ORDER PURSUANT TO 11 U.S.C. § 1121(d)
FURTHER EXTENDING DEBTORS' EXCLUSIVE PERIODS FOR FILING
AND SOLICITING ACCEPTANCES OF A CHAPTER 11 PLAN**

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (the "Debtors") for an order: (i) further extending the period during which the Debtors have the exclusive right to file a chapter 11 plan (the "Exclusive Filing Period") for ninety (90) days, from October 14, 2011 through and including January 12, 2012; and (ii) extending the period during which the Debtors have the exclusive right to solicit acceptances of any such plan (the "Solicitation Period" and, together with the Exclusive Filing Period, the "Exclusive Periods") for ninety (90) days from December 13, 2011 through and including March 12, 2012, pursuant to section 1121(d) of the Bankruptcy Code; and it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and it appearing that this Motion is a core proceeding pursuant to 28 U.S.C. § 157; and adequate

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Borders Group, Inc. (4588); Borders International Services, Inc. (5075); Borders, Inc. (4285); Borders Direct, LLC (0084); Borders Properties, Inc. (7978); Borders Online, Inc. (8425); Borders Online, LLC (8996); and BGP (UK) Limited.

² All terms not otherwise defined herein shall have the meanings assigned to them in the Motion.

notice of the Motion having been given and it appearing that no other notice need be given; and after due deliberation and sufficient cause therefore, it is hereby:

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED.
2. Pursuant to section 1121(d) of the Bankruptcy Code, the Debtors' Exclusive Filing Period is hereby extended for ninety (90) days from October 14, 2011 through and including January 12, 2012, and the Debtors' Solicitation Period is hereby extended for ninety (90) days from December 13, 2011 to March 12, 2012.
3. This Order is without prejudice to the Debtors' rights to seek a further extension or extensions of the Exclusive Periods, or of parties in interest to seek reductions thereof.
4. This Court shall retain jurisdiction over all matters related to or arising from the Motion or the interpretation or implementation of this Order.

Dated: October 18, 2011
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge